

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

October 16, 2003

IN RE:

**PETITION OF TELEGLOBE USA LLC AND TELEGLOBE
AMERICA, INC. FOR AUTHORITY TO CONDUCT A
PRO FORMA CORPORATE CHANGE**

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**DOCKET NO.
03-00470**

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Deborah Taylor Tate, Director Pat Miller, and Director Sara Kyle of the Tennessee Regulatory Authority (the “TRA” or “Authority”), the voting panel assigned to this docket, at the regularly scheduled Authority Conference held on September 8, 2003 for consideration of the *Petition for Authority to Conduct a Pro Forma Corporate Change* (the “*Petition*”) filed by Teleglobe USA LLC (“TUSA”) and Teleglobe America, Inc. (“TAI”) for TRA approval required by Tenn. Code Ann. § 65-4-113(a) & (b) to transfer the authority to provide utility services.

Tenn. Code Ann. § 65-4-113

Tenn. Code Ann. § 65-4-113 requires a public utility to obtain TRA approval to transfer its authority to provide utility services (also known as a “certificate of public convenience and necessity” or “CCN”). Tenn. Code Ann. § 65-4-113(a) reads as follows:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. . . .

Background

TUSA received its CCN to provide telecommunications services in Tennessee on July 13, 1998 in TRA Docket No. 98-00032. In September 2002, TUSA became a subsidiary of TAI, at the time known as TLGB Corporation, pursuant to a purchase agreement executed between the Parties. On April 7, 2003, the TRA approved the resulting indirect transfer of TUSA's CCN in TRA Docket No. 03-00081.

The Petition

According to the *Petition*, which was filed with the TRA on August 11, 2003, TUSA was merged into TAI shortly following the above-described transaction. At that time, TUSA ceased to be its own separate corporate entity, and TAI assumed ownership of TUSA's CCN.¹ This change was deemed to be more efficient and cost-effective and is intended to have no effect on rates, terms or conditions under which telecommunications services will be provided by TAI. More specifically, this corporate change should have no impact on Tennessee consumers since TUSA never offered services in Tennessee, and TAI is just now beginning to launch its business plan in this State.

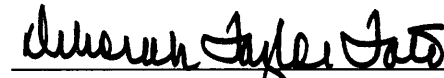
¹ TUSA was not aware, prior to completion of the second transaction, that further TRA approval was required.

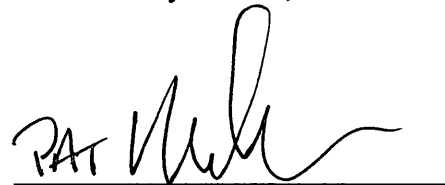
The September 8, 2003 Authority Conference

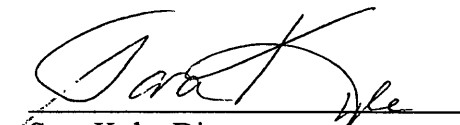
At the September 8, 2003 Authority Conference, the Directors voted unanimously to approve the *Petition*.

IT IS THEREFORE ORDERED THAT:

The proposed transfer of TUSA's CCN to TAI as described in the *Petition* and discussed herein is approved.


Deborah Taylor Tate, Chairman


Pat Miller, Director


Sara Kyle, Director